

WHITE & CASE LLP
1155 Avenue of the Americas
New York, New York 10036-2787
Telephone: (212) 819-8200
Facsimile: (212) 354-8113
J. Christopher Shore
Harrison L. Denman

and

MILBANK, TWEED, HADLEY & MCCLOY
LLP
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219
Gerard Uzzi

*Attorneys for the Ad Hoc Group
of Junior Secured Noteholders*

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Charles L Kerr
J. Alexander Lawrence

*Counsel for the Debtors and Debtors in
Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)
) Chapter 11
)
) Case No. 12-12020 (MG)
)
) (Jointly Administered)
)

**CONSOLIDATED DESIGNATIONS OF THE DEPOSITION TESTIMONY OF
JEFFREY LIPPS AND RON D'VARI**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

The Ad Hoc Group of Junior Secured Noteholders and the Debtors, hereby submit the following designations and counter designations of deposition testimony in connection with the Debtors' Motion Pursuant to Federal Rules of Bankruptcy Procedure 9019 for Approval of the

Settlement Agreement Among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors [Docket No. 3929] (the “FGIC Motion”).

A. AD HOC GROUP’S DESIGNATION OF DEPOSITION TESTIMONY

1. JEFFREY A. LIPPS – transcript of July 23, 2013 deposition at:

Page 8, Lines 2 through 8

Page 10, Line 8 through Page 11, Line 6

Page 14, Line 21 through Page 15, Line 21

Page 17, Lines 3 through 12

Page 22, Line 22 through Page 24, Line 25

Page 127, Line 17 through Page 130, Line 17

Page 143, Lines 3 through 20

Page 145, Line 24 through Page 146, Line 21

Page 150, Line 5 through Page 151, Line 7

Page 152, Line 7 through Page 153, Line 5

Page 154, Line 18 through Page 155, Line 16

Page 156, Line 12 through Page 158, Line 12

Page 159, Lines 4 through 10

Page 160, Line 22 through Page 161, Line 25

Page 162, Lines 18 through 24

Page 163, Line 25 through Page 164, Line 6

2. RON D’VARI – transcript of July 25, 2013 deposition at:

Page 27, Line 6 through Page 28, Line 12

Page 33, Line 20 through Page 35, Line 6

Page 37, Line 20 through Page 42, Line 7

Page 70, Line 14 through Page 71, Line 19

Page 87, Line 16 through Page 88, Line 12

Page 133, Lines 6 through 22

Page 176, Line 15 through Page 179, Line 11

Page 183, Line 3 through Page 184, Line 22

Page 185, Line 5 through Page 186, Line 12

Page 187, Line 8 through Page 188, Line 12

B. DEBTORS' COUNTER-DESIGNATIONS

1. JEFFREY LIPPS – transcript of July 23, 2013 deposition at:

Page 142, Line 18 through Page 143, Line 2

Page 146, Line 22 through Page 148, Line 4

Page 149, Line 23 through Page 150, Line 4

Page 151, Lines 8 through 10

Page 151, Line 22 through Page 152, Line 6

Page 153, Line 6 through Page 154, Line 2

Page 155, Line 17 through Page 156, Line 11

Page 159, Line 11 through Page 160, Line 21

Page 162, Lines 7 through 17

Page 162, Line 25 through Page 163, Line 7

Page 164, Lines 7 through 14

2. RON D'VARI – transcript of July 25, 2013 deposition at:

Page 25, Line 17 through Page 26, Line 25

Page 27, Line 2 through Page 27, Line 5

Page 32, Lines 13 through 16

Page 42, Lines 8 through 16

Page 65, Lines 16 through 21

Page 86, Line 10 through Page 87, Line 15

Page 128, Line 15 through Page 129, Line 22

Page 132, Line 24 through Page 133, Line 5

Page 133, Line 23 through Page 134, Line 19

Page 136, Line 10 through Page 138, Line 22

C. AD HOC GROUP'S COUNTER-DESIGNATIONS OF DEPOSITION TESTIMONY

1. JEFFREY A. LIPPS – transcript of July 23, 2013 deposition at:

Page 142, Lines 13 through 17

Page 148, Lines 5 through 25

Page 151, Lines 11 through 21

Page 154, Lines 3 through 17

Page 162, Lines 2 through 6

2. RON D'VARI – transcript of July 25, 2013 deposition at:

Page 32, Line 17 through Page 33, Line 19

Page 42, Line 17 through Page 43, Line 17

Page 65, Line 22 through Page 66, Line 6

Page 128, Lines 8 through 14

Page 134, Line 20 through Page 136, Line 9

Dated: August 22, 2013
New York, New York

Respectfully submitted,

By: /s/ J. Christopher Shore
J. Christopher Shore

By: /s/ Charles L. Kerr
Charles L Kerr

WHITE & CASE LLP
1155 Avenue of the Americas
New York, New York 10036-2787
J. Christopher Shore
Harrison L. Denman

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